

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re
Delphi Corporation, et al.,
Debtors.
Chapter 11 Case
Case No. 05-44481 (RDD)
(Jointly Administered)
Delphi Automotive Systems LLC
Case No. 05-44640
-----X

NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)

TO: **JP Morgan Chase Bank, N.A.**
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Neelima Veluvolu

1. Please take notice of the transfer of \$2,760,477.99 of your claim against Delphi Automotive Systems LLC, transferred to you by Fujitsu Corp. of America, represented by a proof of claim the first page of which is annexed hereto, together with all applicable interest, fees and expenses related thereto (the "Transferred Claim") to:

TPG Credit Opportunities Investors, L.P. ("Transferee")
c/o TPG Credit Management, L.P.
4600 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402
Attention: Shelley Hartman

2. No action is required if you do not object to the transfer of the Transferred Claim as described above.
IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

Clerk of the Court
United States Bankruptcy Court
Southern District of New York
615-3 Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE**

-- Refer to **INTERNAL CONTROL NO.** ____ in your objection.

3. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFeree WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: _____, 2006

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____ 2006.

INTERNAL CONTROL NO. _____

Copy Claims Agent: _____

Transferee: _____

Debtor's Attorney: _____

Deputy Clerk

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: : Case No. 05-44481 (RDD)
DELPHI CORPORATON, *et al.*, : (Jointly Administered)
: :
Debtors. : :
-----X

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

JPMORGAN CHASE BANK, N.A., (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto TPG CREDIT OPPORTUNITIES INVESTORS, L.P., its respective successors and assigns ("Assignee") all rights, title and interest in and to the general unsecured claims of Assignor described more fully below plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Automotive Systems LLC (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44640 (RDD) (Jointly Administered). Assignee's payment and delivery instructions are attached hereto as Exhibit A.

The claim transferred hereby represents a 54% pro-rata interest in the Proof of Claim filed by Fujitsu Ten Corp. of America ("Original Assignor"), a copy of which is attached hereto as Exhibit B. Exhibit C contains a copy of the Notice of Transfer of Claim from Original Assignor to Assignor. Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

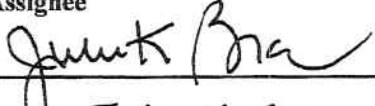
IN WITNESS WHEREOF, dated the 8th day of December, 2006.

TPG Credit Opportunities Investors, L.P.
By: TPG Credit Opportunities Fund G.P.,
L.P.
Its: General Partner
As Assignee

Accepted and agreed to as of this ____ day of
December, 2006

JPMORGAN CHASE BANK, N.A.
as Assignor

By _____
Name:
Title:

By: 
Name: Julie K. Braun
Title: Vice President

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATON, *et al.*, : (Jointly Administered)
:
Debtors. :
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IN WITNESS WHEREOF, dated the ____ day of December, 2006.

TPG Credit Opportunities Investors, L.P.
By: TPG Credit Opportunities Fund G.P.,
L.P.
Its: General Partner
As Assignee

Accepted and agreed to as of this ____ day of
December, 2006

By: _____

Name:
Title:

JPMORGAN CHASE BANK, N.A.
as Assignor

By: 
Name:
Title:

Carrie A. Fink
Authorized Signatory

EXHIBIT A

Assignee's Payment and Delivery Instructions:

Contacts/Notification Methods: Borrowings, Paydowns, Interest, Fees, etc.

	<u>Primary Credit Contact</u>	<u>Secondary Credit Contact</u>
Name:	Jonathan Roiter	Kirk Ogren
Company:	TPG Credit Management, L.P.	TPG Credit Management, L.P.
Title:	Senior Analyst	Portfolio Manager
Address:	4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402	4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402
Telephone:	952-851-3014	952-851-3006
Facsimile:	952-851-3001	952-851-3001
E-Mail Address:	jroiter@tpgcredit.com	kogren@tpgcredit.com
	<u>Primary Operations Contact</u>	<u>Secondary Operations Contact</u>
Name:	Shelley Hartman	Julie Braun
Company:	TPG Credit Management, L.P.	TPG Credit Management, L.P.
Title:	Operations Manager	COO
Address:	4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402	4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402
Telephone:	952-851-3020	952-851-3008
Facsimile:	952-851-3001	952-851-3001
E-Mail Address:	confirms@tpgcredit.com shartman@tpgcredit.com	jbraun@tpgcredit.com

Domestic Wire Instructions

Bank Name:	Wells Fargo
ABA/Routing No.:	121000248
Account Name:	TPG Credit Opportunities Investors, L.P.
Account No.:	4121382683

EXHIBIT B

Proof of Claim

FORM B10 (Official Form 10) (04/04)		PROOF OF CLAIM
UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		This Space for Court Use Only
Name of Debtor DELPHI AUTOMOTIVE SYSTEMS LLC	Case Number 05-44640	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(c).		
Name of Creditor (the person or other entity to whom the debtor owes money or property): FUJITSU TEN CORP. OF AMERICA	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	This Space is for Court Use Only
Name and Address where notices should be sent: FUJITSU TEN CORP. OF AMERICA Attn: Shig Onimura 47800 Halyard Drive Plymouth, MI 48170 Telephone Number: 734-414-6645		
Last four digits of account or other number by which creditor identifies Debtor:	Check here if <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold <input type="checkbox"/> Services Performed <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS#: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date Debt was Incurred: <u>9/2003 - 10/2005</u>		3. If court Judgment, date obtained:
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$ 5,504,674.99 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		
Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
5. Total Amount of Claim at Time Case Filed: \$ 5,504,674.99 (Unsecured) (Secured) (Priority) (Total) \$5,504,674.99 <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim have been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. SEE ATTACHED SUMMARY. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This space for Court Use Only
Date 3/15/06 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): CARSON FISCHER, P.L.C., Christopher A. Grosman, Esq., 1111 Andover Rd., West-2nd Floor, Bloomfield Hills, Michigan, 48302, Phone: (248) 644-4840, Fax (248) 644-1832 (Counsel for Claimant)		

Fujitsu Ten Corp. of America
ACCOUNTS RECEIVABLE DETAIL AGED TRIAL BALANCE
AS OF OCTOBER 8, 2005

Milli Wave Radar Sensor

Delco	NO	FTL Inv#	Shipping Advice #	Delphi PO#	Ship Date	Invoice Amt.
1	5	DA030909-1	DA030909-1	EKS55047	9/9/2003	6,000.00
1	6	03/1579	JE031008	00488775	10/11/2003	5,492.43
1	7	03/1611	JE031010	00488775	10/13/2003	4,271.89
1	8	03/1695	JE031024	00488775	10/27/2003	8,543.78
1	9	03/1707	BK-4084	EKS56978	10/31/2003	9,000.00
1	10	03/1814	JE031114	00488775A	11/16/2003	17,697.83
1	11	03/1826	JE031118	00488775A	11/20/2003	6,712.97
1	12	03/1835	LR031120	00488775A	11/20/2003	1,830.81
1	13	03/1562	JE031003	00488775	2/17/2004	12,205.40
1	14	04/2271		450046722	2/20/2004	2,749.50
1	16	05/6053	DA050826	550069610	8/29/2005	180,149.76
1	17	DA050902	DA050902	550069610	9/4/2005	180,149.76
1	18	05/6120	GM050902	550063160	9/5/2005	24,000.00
1	19	05/6119	JA050902	550061176	9/5/2005	16,800.64
1	20	05/6187	JA050907	550061176	9/7/2005	37,801.44
1	21	DA050912	DA050912	550069610	9/12/2005	90,074.88
1	22	05/6188	GM050907	550063160	9/16/2005	36,000.00
1	23	05/6189	GM050913	550063160	9/16/2005	76,000.00
1	24	05/6234	DA050919	550069610	9/20/2005	50,041.60
1	25	05/6235	DA050919-1	450134686	9/20/2005	2,100.08
1	26	05/6237	GM050921	550063160	9/21/2005	68,000.00
1	27	05/6296	DA050923	450114254	9/23/2005	12,600.48
1	28	05/6298	DA050926	550069610	9/26/2005	40,033.28
1	29	05/6297	GM050926	550063160	9/26/2005	32,000.00
1	30	05/6299	GM050927	550063160	9/27/2005	48,000.00
1	32	05/6392	GM051004	550061176	10/4/2005	44,000.00
1	33	05/6394	GM051006	550061176	10/6/2005	24,000.00

Milli Wave Radar Sensor AR Balance

1,036,256.53

Deck Mechanism

ID	Customer	Invoice/CM #	Date	Amount
DELCO 1	DELCO ELECTRONICS	Pend DDM031281	2/1/2004	3,920.40
DELCO 1	DELCO ELECTRONICS	Pend DDM031282	2/1/2004	2,613.60
DELCO 1	DELCO ELECTRONICS	Pend DDM031283	2/1/2004	3,920.40
DELCO 1	DELCO ELECTRONICS	Pend DDM031284	2/1/2004	5,161.86
DELCO 1	DELCO ELECTRONICS	DDE040141	3/20/2004	5,916.60
DELCO 1	DELCO ELECTRONICS	DEL040182	4/6/2004	6,188.40
DELCO 1	DELCO ELECTRONICS	DDM040191	4/14/2004	29,379.84
DELCO 1	DELCO ELECTRONICS	DDM040256	5/5/2004	16,788.48
DELCO 1	DELCO ELECTRONICS	DDE040304	5/25/2004	7,344.96
DELCO 1	DELCO ELECTRONICS	DDE040317	5/31/2004	16,788.48
DELCO 1	DELCO ELECTRONICS	DDE040342	6/10/2004	5,688.00
DELCO 1	DELCO ELECTRONICS	DDE040553	8/20/2004	5,688.00
DELCO 1	DELCO ELECTRONICS	DDE-040615	9/1/2004	14,889.12
DELCO 1	DELCO ELECTRONICS	DDE-040642	9/9/2004	8,547.84
DELCO 1	DELCO ELECTRONICS	DDE-040720	9/24/2004	59,313.60
DELCO 1	DELCO ELECTRONICS	DDE-040729	9/27/2004	34,191.36
DELCO 1	DELCO ELECTRONICS	DDE040734	9/28/2004	51,287.04
DELCO 1	DELCO ELECTRONICS	DDE-040792	10/11/2004	8,547.84
DELCO 1	DELCO ELECTRONICS	DDE-040814	10/14/2004	6,788.16
DELCO 1	DELCO ELECTRONICS	DDE-040816	10/14/2004	25,643.52
DELCO 1	DELCO ELECTRONICS	DDE-040820	10/15/2004	17,095.68
DELCO 1	DELCO ELECTRONICS	DDE-040948	11/5/2004	8,547.84
DELCO 1	DELCO ELECTRONICS	DDE-0401146	12/13/2004	8,572.32
DELCO 1	DELCO ELECTRONICS	DDE0500327	2/22/2005	42,832.80
DELCO 1	DELCO ELECTRONICS	DDE0500327		-32,060.16
DELCO 1	DELCO ELECTRONICS	DDE0500367	3/9/2005	5,688.00
DELCO 1	DELCO ELECTRONICS	DDE0500367		-3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500420	3/22/2005	7,048.80
DELCO 1	DELCO ELECTRONICS	DDE0500911	8/26/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500923	8/31/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500924	8/31/2005	1,001.88
DELCO 1	DELCO ELECTRONICS	DDE0500926	9/1/2005	40,075.20
DELCO 1	DELCO ELECTRONICS	DDE0500927	9/1/2005	56,105.28
DELCO 1	DELCO ELECTRONICS	DDE0500928	9/1/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500929	9/1/2005	16,030.08
DELCO 1	DELCO ELECTRONICS	DDE0500930	9/2/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500931	9/2/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0500933	9/5/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500934	9/5/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500935	9/5/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0500936	9/5/2005	40,075.20
DELCO 1	DELCO ELECTRONICS	DDE0500937	9/6/2005	40,075.20
DELCO 1	DELCO ELECTRONICS	DDE0500938	9/6/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500939	9/6/2005	8,015.04
DELCO 1	DELCO ELECTRONICS	DDE0500940	9/6/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500941	9/6/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500942	9/6/2005	1,669.80
DELCO 1	DELCO ELECTRONICS	DDE0500943	9/6/2005	40,075.20

ID	Customer	Invoice/CM #	Date	Amount
DELCO 1	DELCO ELECTRONICS	DDE0500945	9/6/2005	32,060.16
DELCO 1	DELCO ELECTRONICS	DDE0500946	9/7/2005	24,045.12
DELCO 1	DELCO ELECTRONICS	DDE0500947	9/7/2005	4,229.28
DELCO 1	DELCO ELECTRONICS	DDE0500948	9/7/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0500953	9/7/2005	16,030.08
DELCO 1	DELCO ELECTRONICS	DDE0500954	9/7/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0500956	9/8/2005	24,045.12
DELCO 1	DELCO ELECTRONICS	DDE0500957	9/8/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0500958	9/8/2005	8,015.04
DELCO 1	DELCO ELECTRONICS	DDE0500959	9/8/2005	32,060.16
DELCO 1	DELCO ELECTRONICS	DDE0500960	9/8/2005	32,060.16
DELCO 1	DELCO ELECTRONICS	DDE0500961	9/9/2005	24,045.12
DELCO 1	DELCO ELECTRONICS	DDE0500964	9/9/2005	40,075.20
DELCO 1	DELCO ELECTRONICS	DDE0500966	9/9/2005	16,030.08
DELCO 1	DELCO ELECTRONICS	DDE0500967	9/9/2005	5,343.36
DELCO 1	DELCO ELECTRONICS	DDE0500968	9/9/2005	24,045.12
DELCO 1	DELCO ELECTRONICS	DDE0500969	9/9/2005	24,045.12
DELCO 1	DELCO ELECTRONICS	DDE0500970	9/9/2005	16,030.08
DELCO 1	DELCO ELECTRONICS	DDE0500971	9/12/2005	96,180.48
DELCO 1	DELCO ELECTRONICS	DDE0500972	9/12/2005	16,030.08
DELCO 1	DELCO ELECTRONICS	DDE0500973	9/12/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500975	9/12/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0500976	9/13/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0500977	9/13/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500978	9/13/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500979	9/13/2005	88,165.44
DELCO 1	DELCO ELECTRONICS	DDE0500980	9/13/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0500981	9/14/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500983	9/14/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500984	9/14/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500985	9/14/2005	56,105.28
DELCO 1	DELCO ELECTRONICS	DDE0500986	9/15/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0500987	9/15/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0500988	9/15/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0500989	9/15/2005	8,458.56
DELCO 1	DELCO ELECTRONICS	DDE0500990	9/16/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0500991	9/19/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500993	9/19/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0500994	9/19/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0500995	9/20/2005	56,105.28
DELCO 1	DELCO ELECTRONICS	DDE0500996	9/20/2005	7,048.80
DELCO 1	DELCO ELECTRONICS	DDE0500997	9/20/2005	56,105.28
DELCO 1	DELCO ELECTRONICS	DDE0500998	9/20/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0500999	9/20/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501000	9/20/2005	2,671.68
DELCO 1	DELCO ELECTRONICS	DDE0501001	9/20/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0501002	9/20/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0501003	9/20/2005	4,322.88

ID	Customer	Invoice/CM #	Date	Amount
DELCO 1	DELCO ELECTRONICS	DDE0501004	9/20/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501005	9/23/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0501007	9/23/2005	32,060.16
DELCO 1	DELCO ELECTRONICS	DDE0501008	9/23/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501009	9/23/2005	2,671.68
DELCO 1	DELCO ELECTRONICS	DDE0501010	9/26/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501011	9/26/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0501012	9/26/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0501013	9/26/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501021	9/26/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0501022	9/27/2005	5,639.04
DELCO 1	DELCO ELECTRONICS	DDE0501023	9/27/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501025	9/27/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501026	9/28/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE0501027	9/28/2005	32,060.16
DELCO 1	DELCO ELECTRONICS	DDE0501028	9/28/2005	88,165.44
DELCO 1	DELCO ELECTRONICS	DDE0501029	9/28/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0501030	9/29/2005	24,045.12
DELCO 1	DELCO ELECTRONICS	DDE0501031	9/29/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0501032	9/29/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0501033	10/1/2005	40,075.20
DELCO 1	DELCO ELECTRONICS	DDE0501034	10/1/2005	56,105.28
DELCO 1	DELCO ELECTRONICS	DDE0501035	10/1/2005	56,105.28
DELCO 1	DELCO ELECTRONICS	DDE0501036	10/1/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0501037	10/3/2005	72,135.36
DELCO 1	DELCO ELECTRONICS	DDE0501038	10/3/2005	5,639.04
DELCO 1	DELCO ELECTRONICS	DDE0501039	10/3/2005	24,045.12
DELCO 1	DELCO ELECTRONICS	DDE0501040	10/3/2005	5,639.04
DELCO 1	DELCO ELECTRONICS	DDE0501041	10/3/2005	64,120.32
DELCO 1	DELCO ELECTRONICS	DDE0501042	10/4/2005	80,150.40
DELCO 1	DELCO ELECTRONICS	DDE0501044	10/4/2005	7,048.80
DELCO 1	DELCO ELECTRONICS	DDE0501045	10/4/2005	48,090.24
DELCO 1	DELCO ELECTRONICS	DDE0501051	10/6/2005	3,524.40
DELCO 1	DELCO ELECTRONICS	DDE051049	10/6/2005	4,934.16
Playback Mechanism AR Balance				<u>4,468,418.46</u>
Milli Wave Radar Sensor AR Balance				<u>1,036,256.53</u>
Grand Total				<u>5,504,674.99</u>

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

: Chapter 11
:
: Case No. 05-44481 (RDD)
:
: (Jointly Administered)
:
:

In re Delphi Corporation,

Debtors.
-----X

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

**TO: FUJITSU TEN CORP. OF AMERICA
("ASSIGNOR")
47800 Halyard Drive
Plymouth, Michigan 48170**

As of March 24, 2006, Assignor's Claim against Debtors in the principal amount of \$5,111,996.27 has been transferred to the following Assignee:

**JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Stanley Lim
Telephone: (212) 270-4421
Facsimile: (212) 270-2157
E-mail: stanley.lim@jpmorgan.com**

The Evidence of Transfer of Claim is attached as Exhibit A and the Assignee's payment and delivery instructions are attached as Exhibit B. The Proof of Claim is attached hereto as Exhibit C. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER:**

Mailing Address:	Physical Address:
United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center Bowling Green Station, PO Box 5058 New York, NY 10274-5058	United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004

**PLEASE SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE AT THE
FOLLOWING ADDRESS:**

JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Stanley Lim
Telephone: (212) 270-4421
Facsimile: (212) 270-2157
E-mail: stanley.lim@jpmorgan.com

WITH A COPY TO:

Kirkpatrick & Lockhart Nicholson Graham LLP
599 Lexington Avenue
New York, NY 10022
Attention: Steven H. Epstein
Telephone: (212) 536-4830
Facsimile: (212) 536-4001
E-mail: sepstein@kling.com

If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY
FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR ON THE
BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: March 24, 2006

JPMORGAN CHASE BANK, N.A.

By: 

Name:

Title:

Stanley Lim
Authorized Signatory

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

: Chapter 11
:
: Case No. 05-44481 (RDD)
:
: (Jointly Administered)
:
:

In re Delphi Corporation,

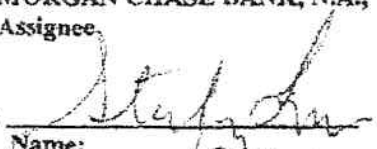
Debtors.
-----X

FUJITSU TEN CORP. OF AMERICA (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto JPMORGAN CHASE BANK, N.A., its respective successors and assigns ("Assignee") all rights, title and interest in and to the general unsecured claims of Assignor in the principal amount of \$5,111,996.27 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Corporation et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim dated March 15, 2006, which is attached hereto as Exhibit C. Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

IN WITNESS WHEREOF, dated the 24th day of March, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee

By 
Name: Stanley Lim
Title: Authorized Signatory

Accepted and agreed to as of this 24th date of
March, 2006

FUJITSU TEN CORP. OF AMERICA, as
Assignor

By _____
Name:
Title:

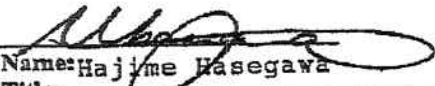
IN WITNESS WHEREOF, dated the 24th day of March, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee

By _____
Name:
Title:

Accepted and agreed to as of this 24th date of
March, 2006

FUJITSU TEN CORP. OF AMERICA, as
Assignor

By 
Name: Hajime Hasegawa
Title: Chief Financial Officer